

Exhibit A

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**SCHEDULE 14A
(Rule 14a-101)**

**INFORMATION REQUIRED IN
PROXY STATEMENT**

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the registrant ☒

Filed by a party other than the registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))**
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

MIMEDX GROUP, INC.

(Name of registrant as specified in its charter)

Payment of the filing fee (check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- ☐ Fee paid previously with preliminary materials.

- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:

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May 31, 2019

Dear Fellow Shareholders:

You are cordially invited to attend our 2018 annual meeting of shareholders (including any adjournments or postponements thereof, the “*Annual Meeting*”) on June 17, 2019 at 9:00 a.m. local time, at the Marietta Conference Center (Hilton Atlanta/Marietta) at 500 Powder Springs St., Marietta, GA 30064. Included with this letter are the notice of annual meeting of shareholders, a proxy statement detailing the business to be conducted at the Annual Meeting and a **BLUE** proxy card.

MiMedx Group, Inc. (the “*Company*”) is in the process of restating its financial statements dating back to December 31, 2012. As a result, the Company is not able to provide shareholders a proxy statement containing all of the information that is required to be provided under federal securities laws, including audited financial statements for the most recently completed fiscal year. However, on April 26, 2019, the Circuit Court for the Second Judicial Circuit in and for Leon County, Florida ordered the Company to hold the Annual Meeting on June 17, 2019.

The Annual Meeting will be held for the following purposes:

- The election of three Class II directors (Proposal 1);
- If properly presented at the Annual Meeting, to vote on a shareholder proposal to amend the Company’s Amended and Restated Bylaws (the “*Bylaws*”) to require the board of directors of the Company (the “*Board*”) to hold a meeting on August 19, 2019 for the election of three Class III directors;
- If properly presented at the Annual Meeting, to vote on a shareholder proposal to repeal any amendments to the Bylaws adopted by the Board subsequent to October 3, 2018 and prior to August 19, 2019; and
- To transact such other business as may properly come before the meeting or any adjournment or any postponement thereof.

Our Board unanimously recommends that you vote FOR M. Kathleen Behrens Wilsey, K. Todd Newton and Timothy R. Wright (the “*Board Nominees*”).

The Board has fixed the close of business on May 9, 2019 as the record date for determining those shareholders who will be entitled to notice of, and to vote at, the Annual Meeting.

As you may know, Parker H. “Pete” Petit has provided notice to the Company of his intent to nominate himself and two other individuals, David J. Furstenberg and Shawn P. George (Mr. Petit, Mr. Furstenberg and Mr. George, collectively, the “*Petit Group*”), each for election as a Class II director at the Annual Meeting in opposition to the Board Nominees and to propose two items of business. You may receive proxy solicitation materials from the Petit Group. The Company is not responsible for the accuracy of any information provided by or relating to the Petit Group contained in solicitation materials filed or disseminated by or on behalf of the Petit Group, or any other statements that any member of the Petit Group may make. **The Board does NOT endorse any of Mr. Petit’s nominees and strongly recommends that you do NOT sign or return any WHITE proxy card sent to you by or on behalf of the Petit Group. If you have previously submitted a WHITE proxy card sent to you by the Petit Group, you can revoke that proxy and vote for the Board Nominees at the Annual Meeting by signing, dating and returning the enclosed BLUE proxy card in the postage-paid envelope provided to you or by using the telephone or Internet method of voting as shown on the BLUE proxy card or, if shares are held in “street name,” on the voting instruction form that you received from your bank, broker or other nominee in lieu of a BLUE proxy card.** Only your latest-dated vote will count.

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THE BOARD UNANIMOUSLY RECOMMENDS VOTING FOR THE ELECTION OF THE BOARD NOMINEES USING THE ENCLOSED BLUE PROXY CARD. THE BOARD URGES YOU NOT TO SIGN, RETURN OR VOTE ANY WHITE PROXY CARD SENT TO YOU BY OR ON BEHALF OF THE PETIT GROUP.

It is extremely important that your shares be represented and voted at the Annual Meeting in light of the proxy contest being conducted by the Petit Group. Whether or not you plan to attend the Annual Meeting, please vote as soon as possible. You are urged to date, sign and return the BLUE proxy card in the postage-paid envelope provided to you, or to use the telephone or Internet method of voting described on your BLUE proxy card or, if shares are held in “street name,” on the BLUE voting instruction form that you received from your bank, broker or other nominee, even if you plan to attend the Annual Meeting in person. Voting now will not limit your right to change your vote or to attend the Annual Meeting.

We look forward to personally greeting those of you who will be able to attend the Annual Meeting in person. Regardless of whether you plan to join us at the Annual Meeting, it is important that your voice be heard. Accordingly, we request that you vote in advance of the Annual Meeting by signing, dating and returning the BLUE proxy card in the postage-paid envelope provided or by telephone or Internet following the easy instructions on the enclosed BLUE proxy card.

If you have any questions or require any assistance, please contact our proxy solicitor using the following contact information:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, NY 10022
Shareholders may call toll-free: (877) 800-5195
Banks and brokers may call collect: (212) 750-5833

Sincerely,

/s/ Charles R. Evans

Charles R. Evans

Chairman of the Board

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MIMEDX GROUP, INC

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To be held on June 17, 2019

The 2018 annual meeting (the “*Annual Meeting*”) of shareholders of MiMedx Group, Inc. (the “*Company*”) will be held on June 17, 2019, at 9:00 a.m. local time at the Marietta Conference Center (Hilton Atlanta/Marietta) at 500 Powder Springs St., Marietta, GA 30064, for the following purposes:

- The election of three Class II directors;
- If properly presented at the Annual Meeting, to vote on a shareholder proposal to amend the Company’s Amended and Restated Bylaws (the “*Bylaws*”) to require the board of directors of the Company (the “*Board*”) to hold a meeting on August 19, 2019 for the election of three Class III directors;
- If properly presented at the Annual Meeting, to vote on a shareholder proposal to repeal any amendments to the Bylaws adopted by the Board subsequent to October 3, 2018 and prior to August 19, 2019; and
- The transaction of such other business as may properly come before the meeting or any adjournment or any postponement thereof.

The Board has fixed the close of business on May 9, 2019 as the record date for determining the shareholders entitled to notice of and to vote at the Annual Meeting.

By Order of the Board of Directors

/s/ Alexandra O. Haden

Alexandra O. Haden

Secretary

May 31, 2019

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**PROXY STATEMENT
FOR THE 2018 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 17, 2019**

This proxy statement (including all appendices attached hereto, this “*Proxy Statement*”) is furnished in connection with the solicitation of proxies to be voted at the 2018 annual meeting of shareholders (including any adjournment or postponement thereof, the “*Annual Meeting*”) of MiMedx Group, Inc. (“*MiMedx*,” the “*Company*,” “*we*” or “*us*”) to be held on June 17, 2019 at 9:00 a.m. local time at the Marietta Conference Center (Hilton Atlanta/Marietta) at 500 Powder Springs St., Marietta, GA 30064. This Proxy Statement and the enclosed **BLUE** proxy card are being first sent or given to shareholders on or about May 31, 2019. The enclosed **BLUE** proxy card is solicited by the Company on behalf of our board of directors (the “*Board*”) and will be voted at the Annual Meeting in accordance with your instructions therein. **This Proxy Statement and our form of BLUE proxy card are available at www.proxyvotenow.com/mdxg.**

Explanatory Statement about the 2018 Annual Meeting

The Company did not hold an annual meeting of shareholders during calendar year 2018 because, as discussed in detail below in the section of this Proxy Statement entitled “Summary of the Findings of the Audit Committee Investigation” beginning on page 21, the Company was not able to file its Form 10-K for the year ended December 31, 2017 due to its inability to prepare audited financial statements, which continues to this day. As previously disclosed, in June 2018, the Audit Committee of the Board (the “*Audit Committee*”) concluded that the Company’s previously issued consolidated financial statements and financial information relating to each of the fiscal years ended December 31, 2012, 2013, 2014, 2015 and 2016, and each of the interim periods within such years, along with the unaudited condensed consolidated financial statements included in the Company’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2017, June 30, 2017 and September 30, 2017, would be restated and could no longer be relied upon due to material accounting errors. The Company has not filed any periodic reports since 2017.

In December 2018, the City of Hialeah Employees Retirement System (“*Hialeah*”) filed suit in the Circuit Court for the Second Judicial Circuit in and for Leon County, Florida (the “*Florida Court*”) requesting that the Company be ordered under Florida corporation law to hold an annual meeting of shareholders because more than 13 months had passed since the 2017 annual meeting of shareholders, which was held on May 17, 2017.

On April 26, 2019, the Florida Court issued an order directing the Company to hold its 2018 annual meeting of shareholders on June 17, 2019. The order specified that the election of Class II directors is to be voted on at such meeting.

On May 30, 2019, the U.S. Securities and Exchange Commission (the “*SEC*”) issued an order to the Company providing exemptive relief with respect to the requirement in the federal proxy rules that this Proxy Statement be preceded or accompanied by an annual report that includes audited financial statements. Hence, we are able to file this Proxy Statement and solicit proxies for the Annual Meeting without providing an annual report that includes restated audited financial statements. This Proxy Statement contains information about the findings of the Audit Committee’s investigation, how the restatement impacts the Company’s financial statements, the Company’s material weaknesses and the remedial steps taken to address them, the factors currently impacting the Company’s revenues, the Company’s liquidity, a description of the Company’s business, the Company’s risk factors and the Company’s legal proceedings, in addition to the typical information that is required to be included in proxy statements for annual meetings where directors are elected.

[Table of Contents](#)*Tone Set by Former Senior Management*

Finally, the Investigation found that based on former members of senior management's involvement in the findings outlined above, the evidence demonstrated that these individuals set an inappropriate "tone at the top." The evidence identified a recurrent trend in which former senior management emphasized short-term business goals over compliance and ethics, was not receptive to employee concerns and failed to respond appropriately to compliance issues. In particular, the Investigation's findings on poor tone set by former senior management included evidence demonstrating:

- Former senior management disregarded revenue recognition rules under GAAP and directed others to take actions that caused the Company to take actions that caused the Company to improperly recognize revenue under GAAP, which was a key factor in the Audit Committee concluding it was necessary to restate the Company's financials, as described above.
- Former senior management was involved in conduct that appears to have been designed to manipulate the timing and recognition of revenue—in some instances where the improper recognition of revenue allowed the Company to meet its published guidance.
- After questions began to be raised regarding the Company's accounting practices, former senior management made material misstatements and omissions to a number of key stakeholders and regulators, including the SEC's Division of Corporation Finance, the Board, the Audit Committee and the Company's outside auditors.
- Former senior management engaged in a pattern of taking action against employees who raised concerns about the Company's practices.
- Former senior management overrode internal controls that otherwise might have mitigated certain issues identified in the Investigation. These included former senior management personally overseeing, outside of the Company's normal control processes, the Company's relationship with certain health care providers.
- Former senior management marginalized the Company's legal and accounting departments and outside legal and accounting advisors, by dismissing or ignoring professional advice, withholding information from legal and accounting advisors necessary to appropriately exercise professional judgments and determinations and excluding senior legal and accounting personnel from regular senior management meetings.

Anti-Kickback Statute and Related Allegations

Since September 2018, the Audit Committee has devoted significant time to investigating, with the assistance of King & Spalding and KPMG, allegations that the Anti-Kickback Statute may have been violated by the Company in its relationships with various physicians, customers and distributors. These efforts have included the analysis of certain specific customer relationships, the review of the conduct of the Company's sales team's management and the evaluation of the adequacy and effectiveness of the Company's compliance controls.

As part of these efforts, King & Spalding and KPMG have performed targeted data analytics of financial and other data related to the Company's customer base, reviewed email and other records and conducted numerous interviews. Among other things, King & Spalding and KPMG have examined more than 80 physician and customer relationships in detail and have conducted over 40 interviews of current and former company personnel in connection with these relationships, some on multiple occasions.

Through this process, the Investigation has identified certain customer accounts that present potential compliance risks and warrant additional review. This additional work will be undertaken by Company counsel in consultation with management to determine the Company's legal risk, including whether any loss contingencies should be recognized or disclosed under GAAP.